

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

<b>IN RE:</b>	§	
	§	
<b>O'ceallaigh, LTD, fka Ledgerock, LTD</b>	§	<b>Case No. 19-10434-tmd</b>
	§	
<b>Debtor</b>	§	<b>Chapter 7</b>

**Motion to Sell Real Property Commonly Known as 400 West Park, Cedar Park,  
Williamson County, Texas  
to Veritas Financial LLC Free and Clear of Liens**

**TO THE DEBTOR, ITS CREDITORS AND ALL OTHER PARTIES IN INTEREST:**

John Patrick Lowe, Trustee, makes and files this Motion, and in support thereof respectfully represents to the Court as follows:

**1.**

Movant is the Trustee in this Chapter 7 proceeding. The case was commenced on April 2, 2019 as a Chapter 7 proceeding and since that date has remained pending under that Chapter. This Motion is filed by right of 11 United States Code §§ 363(b) and (f) and 704, Federal Rule of Bankruptcy Procedure 6004 and Local Rule 6004.

**2.**

The Debtor's Schedules as amended disclose as assets of the estate about 6 acres of unimproved real property in Williamson County, Texas and various claims or causes of action. The Debtor discloses two liens on the real property asset, a lien to SPV West Park LLC with a petition date balance of the debt secured by that lien of \$900,000 and a lien to American Bank of Commerce with a petition date balance of the debt secured by that lien of \$100,000. The Trustee hasn't has the title examined and of course hasn't yet seen a commitment for title insurance issued by a title company.

3.

The Debtor's motion to dismiss the case is pending and is set for a hearing on July 2, 2019.

4.

The Trustee has accepted an offer from Veritas Financial LLC to purchase the estate's real property asset, commonly known as 400 West Park, Cedar Park, Texas for the amount of \$1,250,000.00. A copy of the contract is attached to this Motion.

5.

There are no broker's fees or commissions due in the contract. The contract is not subject to a contingency for financing. The contract provides for a closing date of June 21, 2019.

6.

The Trustee moves that the Court approve the attached contract, grant this Motion and authorize and direct the Trustee to sell the real property to the purchaser in that contract under the terms and conditions of that contract for the amount of \$1,250,000.00.

7.

The proposed sale should be free and clear of any and all liens, claims, security interests and encumbrances, except year 2019 ad valorem tax liens, with all of those matters, if any, except year 2019 ad valorem tax liens, to attach to the sales proceeds. The sale should be subject to year 2019 ad valorem tax liens which will be prorated between the Trustee and the purchaser at closing as the contract provides.

8.

From the sales proceeds, the Trustee moves that he be authorized and directed to pay:

- a. ad valorem taxes through December 31, 2018;
- b. the closing costs required by the contract to be paid by the trustee; and
- c. all valid liens in full, including principal, interest, legal fees and expenses.

**9.**

While the Trustee feels that the two lienholders' liens are probably in order, proofs of claim haven't been filed and the Trustee hasn't seen a title company commitment for title insurance. That is, the Trustee doesn't know if the two liens are valid as against the Trustee. He doesn't know if the estate possesses an avoidance or other claim against any lienholder. The Debtor's Schedules disclose no dispute by the Debtor regarding either consensual lienholder. The Trustee reserves the right to decline to pay a lienholder in full at closing if the estate possesses an avoidance or other claim against a lienholder, the sort of facts which would allow the Trustee to rely upon 11 United States Code § 363(f)(4) and seek a sale free of that particular lien due to a bona fide dispute as to the validity of its lien, its interest.

**10.**

The Trustee estimates that if this sale at this price is approved and completed, net sales proceeds for the estate will remain.

**11.**

The Trustee thinks that the proposed sale will not create a federal income tax liability for the estate. The Internal Revenue Service tells the Trustee that the last return filed by the Debtor was a year 2012 Form 1065, a return filed by a partnership. It appears that the Debtor is a non federal income tax paying entity. Any gain or loss incurred in the sale will thus flow through the Debtor to the owners of interest in the Debtor, its apparent partners. In any event, the Debtor tells the Trustee that its federal income tax basis in the property probably exceeds the proposed sales price.

12.

The contract is subject to this Court's approval. While the Trustee doesn't under the circumstances have the ability to ask the Court to first approve bid procedures - the contract calls for a closing on June 21, 2019 and interest is accruing on two large debts and legal fees are being incurred by counsel for those lienholders - any party may make a higher offer for the subject real property asset. Any such party should appear at the hearing on this Motion.

13.

The Trustee also moves for authority to execute, acknowledge and deliver any instrument or record, including a warranty deed, necessary to consummate or memorialize the sale.

14.

The Trustee also moves that the stay of Federal Rule of Bankruptcy Procedure 6004(h) be vacated and terminated.

WHEREFORE, premises considered, the Trustee prays that he be authorized to sell the aforesaid asset, and for such other and further relief, as is just.

DATED: May 20, 2019.

Respectfully submitted,

  
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**CERTIFICATE OF SERVICE**

This is to certify that a true and correct copy of the above and foregoing Motion to Sell Real Property Commonly Known as 400 West Park, Cedar Park, Williamson County, Texas to Veritas Financial LLC Free and Clear of Liens, and the proposed Order, have been served on the parties on the attached Service List, by the CM/ECF system; or by First Class mail, postage prepaid; or by electronic mail within 2 days of the electronic filing of this Motion on this the 16<sup>th</sup> day of May 2019.



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Patrick Lowe